Exhibit 149

Redacted Public Version

	Page 1
1	IN THE UNITED STATES DISTRICT COURT.
2	FOR THE SOUTHERN DISTRICT OF NEW YORK
3	
4	NIKE, INC.,
5	Plaintiff,
6	vs. Case No. 22-CV-983 (VEC)
7	STOCKX, LLC,
8	Defendant.
9	
10	
11	HIGHLY CONFIDENTIAL
12	
13	The Videotaped Deposition of JACOB FENTON,
14	Taken at 28 West Adams Avenue, Suite 1500,
15	Detroit, Michigan,
16	Commencing at 8:48 a.m.,
17	Friday, December 2, 2022,
18	Before Stenographic Shorthand Reporter,
19	Lori Ann Baldwin, CSR-5207, RPR, CRR.
20	
21	
22	
23	
24	
25	

APPEARANCES: 1	IIIOIILI CONTIDENTIAL				
2				Page 4	
3 JAMAR Y DUVDEVANI 4 GABRIELLE VELKES 5 DLA Piper LLP (US) 5 EXAMINATION BY MS. DUVDEVANI: 5 DALA Piper LLP (US) 5 EXAMINATION BY MS. DUVDEVANI: 6 1251 Avenue of the Americas 6 9 9 7 New York, New York 10020-1104 7 EXAMINATION BY MS. BANNIGAN: 175 9 tamar.duvdevani@dlapiper.com 10 gabrielle velkes@us.dlapiper.com 10 EXHIBIT PAGE 11 (Exhibits attached to transcript.) 12 13 CHRISTOPHER S. FORD 13 DEPOSITION EXHIBIT 22 14 Debevoise & Plimpton LLP 14 Defendant's Objections and Responses to 15 650 California Street 15 650 California Street 15 Flaintiff's First Set of 16 Interrogatories 17 415,738.705 17 DEPOSITION EXHIBIT 2 25 18 esford@debevoise.com 18 Defendant's Objections and Responses to 19 Appearing on behalf of Defendant. 19 Defendant's Objections and Responses to 19 Plaintiff's Second Set of 19 DEPOSITION EXHIBIT 3 33 22 22 22 22 23 23					
A GARRIELLE VELKES 5 5 5 5 5 5 5 5 5				,	
5 DLA Piper LLP (US)			JACOB FENTON		
6 1251 Avenue of the Americas 7 New York, New York 10020-1104 7 EXAMINATION BY MS. BANNIGAN: 8 212.335.4799 8 175					
7 New York, New York 10020-1104 8 212.335.4799 8 175 1				ANI:	
8 212.335.4799 9 1 175 175 175					
9		- 1		AN:	
10 gabrielle.velkes@us.dlapiper.com		- 1			
11					
12					
13 CHRISTOPHER S. FORD			(Exhibits attached to transcript.)		
14 Debevoise & Plimpton LLP 14 Defendant's Objections and Responses to 15 50 California Street 15 Plaintiff's First Set of 16 San Francisco, California 94108 16 Interrogatories 17 415.738.5705 17 DEPOSITION EXHIBIT 2 25 25 25 25 26 26 26			DEDOGRAMON ENVIRORE 1	22	
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	23	23	STX0021481-STX0021498		
25 STX0041984-STX0041988	24	24	DEPOSITION EXHIBIT 17	112	
	25	25	STX0041984-STX0041988		

2 (Pages 2 - 5)

HIGHLY CONFIDENTIAL				
		Page 6		Page 8
1	DEPOSITION EXHIBIT 18	117	1	I am not authorized to administer an oath.
2	STX0043497-STX0043499		2	I am not related to any party in this action, nor am I
3	DEPOSITION EXHIBIT 19	118	3	financially interested in the outcome.
4	STX0053450-STX0053451		4	Counsel and all present in the room will
5	DEPOSITION EXHIBIT 20	124	5	now state their appearances and affiliations for the
6	STX0061838-STX0061842		6	record. If there are any objection to the proceeding,
7	DEPOSITION EXHIBIT 21	128	7	please state them at the time of your appearance
8	STX61927-STX61931		8	beginning with the noticing attorney.
9	DEPOSITION EXHIBIT 22	138	9	MS. DUVDEVANI: Good morning. Tamar
10	STX0092816		10	Duvdevani, DLA Piper, on behalf of Nike, Inc.
11	DEPOSITION EXHIBIT 23	146	11	MS. VELKES: Good morning. Gabrielle
12	STX0096301-STX0096306	110	12	Velkes from DLA Piper, on behalf of Nike, Inc.
13	DEPOSITION EXHIBIT 24	147	13	MS. BANNIGAN: Good morning. Megan
14	STX00928240-STX0092825	147	14	Bannigan from Debevoise & Plimpton on behalf of
15	DEPOSITION EXHIBIT 25	156		-
	NIKE0038783-NIKE0038788	130	15	StockX.
16		157	16	With me today are my colleagues from
17	DEPOSITION EXHIBIT 26	137	17	Debevoise & Plimpton, Christopher Ford and Catherine
18	STX0097403	1.61	18	Walsh, as well as Laura Lewis, in-house counsel for
19	DEPOSITION EXHIBIT 27	161	19	StockX.
20	STX0097786-STX0097797	1.00	20	THE WITNESS: Jacob Fenton.
21	DEPOSITION EXHIBIT 28	166	21	THE REPORTER: Sir, can I ask you to raise
22	STX0099953-STX0099954		22	you right hand, please?
23	DEPOSITION EXHIBIT 29	169	23	JACOB FENTON,
24	STX0169269-00169277		24	Was thereupon called as a witness herein, and after
25			25	having first been duly sworn to testify to the truth,
		Page 7		Page 9
1 I	Detroit, Michigan		1	the whole truth and nothing but the truth, was
2 I	Friday, December 2, 2022		2	examined and testified as follows:
3 8	3:48 a.m.		3	THE REPORTER: Thanks.
4			4	EXAMINATION
5	VIDEO TECHNICIAN: Good morni	ng. We are	5	BY MS. DUVDEVANI:
6	going on the record at 8:48 a.m. on Friday,		6	Q. Good morning, Mr. Fenton.
7	December 2nd, 2022. Please note that micro	phones are	7	A. Good morning.
8	sensitive and may pick up whispering, privat		8	Q. Have you ever been deposed before?
9	conversations, and cellular interference. Ple			A. No, I have not.
10	off all cell phones or place them away from		l	Q. I had a sense. I I'm sure that Megan went over
11	microphones as they can interfere with the d		11	some ground rules with you, so I'll be brief. Most
12	audio. Audio and video recording will conti	_	12	-
13	take place unless all parties agree to go off the		13	
14	record.	ic	14	9
			15	-
15	This is the videotaped deposition of	iff in the	16	
16	Jacob Fenton taken by counsel for the plaint			
17	matter of Nike, Incorporated versus StockX,		17	
18	in the United States District Court for the So		18	, ,
19	District of New York, case number 22-cv-00	983-VEC.	19	
20	This deposition is being held at		20	· ·
21	28 West Adams Avenue in Detroit, Michigan	•	21	pending, only after you answer a question.
22	name is Nicholas Houslander from the firm	Veritext	22	-
23	Legal Solutions and I'm the videographer. T	he court		A. Yes.
24	reporter today is Lori Baldwin, from the firm	Veritext	24	Q. Okay. Did you prepare for today's deposition?
25	Legal Solutions.		25	A. Yes.
_				

Page 86	Page 8
1 A. That is true. Yes.	1 MS. BANNIGAN: I don't see anything
	2 highlighted.
	3 MS. DUVDEVANI: Sorry, it's highlighted by
	4 me.
	5 BY MS. DUVDEVANI:
	J BT W.S. DC VDE VIII (I.
<u> </u>	
Page 87	Page 89
1 sneakers?	
2 A. I don't know definitively, but I it's a safe	
3 assumption to say yes.	
4 Q. Okay. How many fake or counterfeit products did not	
5 get caught by StockX authenticators?	
6 MS. BANNIGAN: Objection to form.	
7 A. I actually don't know the answer to that. I know that	
8 the sum of all of the ones that did not get caught was	
9 that .04, right, the difference between a hundred	
0 percent and the .996.	
1 BY MS. DUVDEVANI:	
2 Q. How do you know that?	
3 A. We have a 99.6 accuracy rate, only .04 percent of the	
4 products we pass are later determined to have been	
5 missed passed an error, last 12 months.	
6 Q. Fair to say that's only based on products that make it	
back to StockX after a customer complains, correct?	
8 A. That's correct.	

23 (Pages 86 - 89)

	Page 178	
1	CERTIFICATE	
2		
3	STATE OF MICHIGAN	
4	COUNTY OF OAKLAND	
5	5 LORI ANN BALDWIN, a Notary Public in and	
6	6 for the above county and state, do hereby certify that	
7		
8		
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10	•	
11	1 2 2 1	
12	3,7	
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14		
15		
16		
17		
18		
19	Lori Baldwin	
20		
21	Lori Ann Baldwin, CSR-5207, RPR, CRR	
22	Notary Public	
23		
24		
25	1	
25		
1 2	Page 179 ERRATA SHEET	
1	Page 179	
1 2 3	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC	
1 2 3 4	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC	
1 2 3 4 5	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC DATE OF DEPOSITION: December 2, 2022 WITNESS' NAME: Jacob Fenton	
1 2 3 4 5	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC DATE OF DEPOSITION: December 2, 2022 WITNESS' NAME: Jacob Fenton PAGE/LINE(s)/ CHANGE REASON	
1 2 3 4 5	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC DATE OF DEPOSITION: December 2, 2022 WITNESS' NAME: Jacob Fenton PAGE/LINE(s)/ CHANGE REASON	
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1 2 3 4 5	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC DATE OF DEPOSITION: December 2, 2022 WITNESS' NAME: Jacob Fenton PAGE/LINE(s)/ CHANGE REASON/	
1 2 3 4 5 6 7 8 9	Page 179 ERRATA SHEET VERITEXT/NEW YORK REPORTING, LLC CASE NAME: Nike, Inc. v. Stockx, LLC DATE OF DEPOSITION: December 2, 2022 WITNESS' NAME: Jacob Fenton PAGE/LINE(s)/ CHANGE REASON/	
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Deponent: Jacob Fenton – Errata Sheet

Case Name: Nike, Inc. v. StockX LLC, No. 22 CV 983 (VC) (SN)

Page(s): Line(s)	Now Reads	Should Read	Reason
30:3	at a variety of different things, not one of which is	at a variety of different things, one of which is	Clarification
31:15	by the people who buy cryptocurrency and buy NFTs.	between the people who buy cryptocurrency and buy NFTs.	Transcription Error
31:16	And we saw NFT technologies as a possible way to lower	And we saw the NFT technology as a possible way to lower	Transcription Error
32:6	Vault's, you know, is a name, a marketing name for it,	Vault's, you know, the name, a marketing name for it,	Transcription Error
37:11	Collective although not directly.	Collective although not directly the same.	Transcription Error
38:10	stamp STX001815 (sic) and went through STX0018026.	stamp STX00 18015 and went through STX0018026.	Clarification
44:8	additions are?	editions are?	Transcription Error
47:19	author. Reading that paragraph holistically, the author. Q. Read paragraph holistically.		Transcription Error

<u>Deponent</u>: Jacob Fenton – Errata Sheet <u>Case Name</u>: Nike, Inc. v. StockX LLC, No. 22 CV 983 (VC) (SN)

Page(s): Line(s)	Now Reads	Should Read	Reason
59:3-4	Okay, yes. Please repeat your question. I know what this is referring to. Trust.	Okay, yes. Please repeat your question. Do I know what this is referring to? Trust.	Transcription Error
64:25	and Goat across a couple of different topics.	and GOAT across a couple of different topics.	Typographical Error
83:25	very savvy and, you know, they might know a towel (ph)	very savvy and, you know, they might know a tell	Transcription Error
89:16	Possibly Tim McCurdy.	Probably Tim McCurdy.	Transcription Error
93:20	what the 99.9 is, nor do I know what these sub bullets	what the 99. 9 9 is, nor do I know what these sub bullets	Transcription Error
95:25	A. So, first of all, this is a talk track for this stack	A. So, first of all, this is a talk track for this deck	Transcription Error
96:2	What this means is that Stock you know,	What this means is that StockX you know,	Clarification
118:7	things out as clear as humanly possible, but that	things out as clearly as humanly possible, and that	Transcription Error

Deponent: Jacob Fenton – Errata Sheet

Case Name: Nike, Inc. v. StockX LLC, No. 22 CV 983 (VC) (SN)

Page(s): Line(s)	Now Reads	Should Read	Reason
123:15	otherwise cause a ton of money to go to	otherwise cost a ton of money to go to	Transcription Error
133:25	I would want to be out way ahead of that.	I would want to, normally , be out way ahead of that.	Transcription Error
155:4	It's, I mean I think, it's the collection of	It's, I mean I think, I don't know, it's the collection of	Transcription Error
160:6	the right title, but he's helping in our Apps	the right title, but he's helping in our Ops	Transcription Error
162:10	accurate on 99.5 percent of orders, is one of our main	accurate on 99. 95 percent of orders, is one of our main	Transcription Error
168:8	White saying that indicates that it's a StockX NFT	White on something that indicates that it's a StockX NFT	Transcription Error
170:11	company for people who would want to, for some reason	company that would want to, for some reason	Transcription Error

Deponent: Jacob Fenton – Errata Sheet

Case Name: Nike, Inc. v. StockX LLC, No. 22 CV 983 (VC) (SN)

Page(s): Line(s)	Now Reads	Should Read	Reason
174:3-4	by "they are not comfortable in the current state due to subjectivity." I think this is maybe referring to	by "they are not comfortable in the current state calling items fake due to subjectivity." I think this is maybe referring to	Transcription Error
Passim	StockX, LLC	StockX LLC	Typographical Error

I, Jacob Fenton, do hereby certify under penalty of perjury that I have read the foregoing transcript of my deposition taken on December 2, 2022; that I have made such corrections as appear noted herein; and that my testimony as contained herein, as corrected, is true and correct.

DATED this $\frac{4 \text{th}}{1}$ day of January, 2023.

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